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January 13, 2009

VIA ECF

Honorable James M. Peck
United States Bankruptcy Judge
Southern District of New York
Courtroom 601
One Bowling Green
New York, New York 10004

**Re: *In re Lehman Brothers Holdings Inc., et al.*,
Case No. 08-13555 (JMP)**

Dear Judge Peck:

We represent New York State Comptroller Thomas P. DiNapoli (the “Comptroller”), as Administrative Head of the New York State and Local Retirement Systems and sole Trustee of the New York State Common Retirement Fund, in connection with his Motion for Appointment of a Trustee or, in the Alternative, an Examiner with Expanded Powers, dated November 4, 2008 (the “Motion”). Earlier today, we filed via ECF (Docket No. 2505) the Comptroller’s reply in further support of the Motion, which included a [Proposed] Order Pursuant to 11 U.S.C. §§ 1104(c) and 1106(b) Directing Appointment of Lehman Brothers Holdings, Inc. Examiner as Exhibit A (the “Proposed Order”).

After filing the Comptroller’s reply, we spoke with a representative from the United States Attorney’s Office for the Southern District of New York, who requesting a modification to the language in paragraph nine (9) of the Proposed Order. Attached as Exhibit A hereto, we respectfully submit an amended Proposed Order reflecting the language suggested by the U.S. Attorney’s Office and agreed to by the Comptroller. Other than this one change, Exhibit A hereto is identical to the Proposed Order attached to the Comptroller’s reply. In addition, attached as Exhibit B hereto is a redlined version of the Proposed Order.

We have been advised by the U.S. Attorney’s Office that the amended proposed language is consistent with discussions between the Debtors and the U.S. Attorney’s Office. Moreover, the amended language is consistent with language contained in proposed orders submitted today

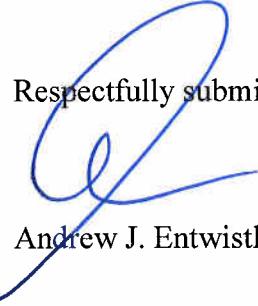
Honorable James M. Peck

January 13, 2009

Page 2

by The Walt Disney Company and James W. Giddens, the trustee for the liquidation of the business of Lehman Brothers Inc., respectively. We have been further advised by the U.S. Attorney's Office that it takes no further position with respect to the balance of the Comptroller's Motion.

Respectfully submitted,


Andrew J. Entwistle

Enclosures